

**IMPORTANT: If you are in doubt about any of the contents of this supplemental prospectus, you should seek independent professional advice.**

*This is a supplemental prospectus issued by New Ray Medicine International Holding Limited which supplements the prospectus issued by it on 18 October 2013 (the “Prospectus”) in connection with the Placing and listing of its Shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A copy of this supplemental prospectus having attached thereto (a) a certificate in approved manner as to the accuracy of the Chinese translation of this supplemental prospectus; (b) a certificate in the approved manner as to the competency of the Chinese translator given by Kingsway Capital Limited (the “Sole Sponsor”); (c) the written consent of the Sole Sponsor to the issue of this supplemental prospectus; and (d) a certified copy of the Deed of Termination (as defined below in this supplemental prospectus) have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this supplemental prospectus or any other documents referred to above.*

*Hong Kong Exchanges and Clearing Limited, the Stock Exchange and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this supplemental prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental prospectus.*

*Potential investors should read this supplemental prospectus in conjunction with the Prospectus in order to understand the Placing to which the documents relate, in particular before deciding whether or not to invest in the Placing Shares thereby being offered.*

*Unless otherwise defined herein, terms used in this supplemental prospectus shall have the same meanings as those defined in the Prospectus. To the extent that anything in this supplemental prospectus qualifies or contradicts anything in the Prospectus, this supplemental prospectus amends the Prospectus.*



**New Ray Medicine**  
**新銳醫藥**

**New Ray Medicine International Holding Limited**

**新銳醫藥國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 8180)**

## **SUPPLEMENTAL PROSPECTUS**

We are issuing this supplemental prospectus (“**Supplemental Prospectus**”) pursuant to section 1(a)(i) Part 2 of the Twentieth Schedule to the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and Rule 14.24 of the GEM Listing Rules. Town Health International and its subsidiaries are not currently engaged in the business of the distribution of the pharmaceutical products in the PRC and have no current intention to invest in such business which is likely to compete with that of our Group. Therefore, Town Health International considers the entering into of the Non-Competition Deed is not necessary and our Company and our Controlling Shareholders have mutually agreed to enter into the Deed of Termination to terminate the Non-Competition Deed. This Supplemental Prospectus amends the Prospectus, should be read in conjunction with the Prospectus and is required to be distributed with the Prospectus.

The Prospectus is amended in the following manner:

## **Summary**

The paragraph under the sub-section headed “RELATIONSHIP WITH THE CONTROLLING SHAREHOLDERS” on page 5 of the Prospectus is amended by deleting the second last sentence “In addition, our Controlling Shareholders have given certain non-competition undertakings to us.”

## **Definition**

The following definition is inserted after the definition of “Deed of Indemnity” on page 15 of the Prospectus:

“Deed of Termination”                      a deed of termination dated 21 October 2013 entered into between the Company and each of our Controlling Shareholders, pursuant to which the Non-Competition Deed was terminated with effect from the date of signing

The definition of “Non-Competition Deed” on page 18 of the Prospectus is amended to read as follows:

“Non-Competition Deed”                      a deed of non-competition undertaking dated 26 September 2013 entered into by our Controlling Shareholders as covenantors in favour of our Company (for its own and for and on behalf of all members of our Group), which was terminated on 21 October 2013 pursuant to the Deed of Termination, details of which are set out in the paragraph headed “Non-Competition Undertaking by the Controlling Shareholders” in the section headed “Relationship with our Controlling Shareholders” in this prospectus”

## **Relationship with the Controlling Shareholders**

The first two sentences of the third paragraph on page 216 under the sub-section headed “THE CONTROLLING SHAREHOLDERS” in the section headed “Relationship with our Controlling Shareholders” are deleted and such paragraph is amended to read as follows:

“In addition, each of our Group and the Town Health Group will make its own decision independently from each other.”

The following paragraph is inserted on page 218 before the paragraph headed “Corporate Governance Measures”

“On 21 October 2013, the Deed of Termination was entered between the Company and each of our Controlling Shareholders, pursuant to which the Non-Competition Deed was terminated with effect from the date of signing and all claims and liabilities of the parties thereto under or in connection with the Non-Competition Deed were released and discharged.”

The paragraph under the sub-section headed “Corporate Governance Measures” on page 218 is deleted and is replaced by the following paragraph:

“Our Company will adopt the following corporate governance measures to avoid potential conflict of interests between our Controlling Shareholders and our Group to safeguard the interests of our Shareholders:

- (a) we have appointed three independent non-executive Directors in our Board to ensure the effective exercise of independent judgment on its decision-making process and provide independent advice to our Shareholders; and
- (b) except as permitted under the Bye-laws, any Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or other proposal in which he or any of his associates is materially interested.”

**Further information about the Business of our Group – Summary of material contracts in Appendix V Statutory and General Information**

In addition to those disclosed in the Prospectus, the Deed of Termination (not being contracts entered into in the ordinary course of business) has been entered into by our Company or its subsidiaries within the two years immediately preceding the date of this Supplemental Prospectus and is or may be material.

**Availability of this Supplemental Prospectus**

The Company will be relying on section 9A of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). The contents of the Supplemental Prospectus are identical to the electronic form of this Supplemental Prospectus which can be accessed and downloaded from the websites of the Company at [www.newraymedicine.com](http://www.newraymedicine.com) and the GEM Website at [www.hkgem.com](http://www.hkgem.com), under the “Latest Company Announcement” section, respectively.

Printed copies of the Prospectus (together with this Supplemental Prospectus) may be obtained at the offices of Kingsway Capital Limited and Kingsway Financial Services Group Limited at 7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong; during normal office hours from 9:00 a.m. to 5:00 p.m. from 22 October 2013 to and including 25 October 2013 (both dates inclusive).

This Supplemental Prospectus will be available at the GEM Website ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.newraymedicine.com](http://www.newraymedicine.com)).

The contents of our website do not form part of this Supplemental Prospectus. No reliance shall be placed on the contents of our website.

**Documents delivered to the Registrar of Companies and available for inspection**

A copy of this Supplemental Prospectus delivered to the Registrar of Companies in Hong Kong for registration has attached thereto a certified copy of the Deed of Termination. The Deed of Termination will be available for inspection at the office of Woo Kwan Lee & Lo at 26th Floor,

Jardine House, 1 Connaught Place, Central, Hong Kong during the normal business hours from Monday, 21 October 2013 to Tuesday, 5 November 2013 along with the documents set out under “*Appendix VI – Documents Delivered to the Registrar of Companies and Available for Inspection*” of the Prospectus.

### **Certificate of exemption granted in respect of this Supplemental Prospectus**

#### *Section 44A(1) of the Companies Ordinance*

The Company has applied for a certificate of exemption from strict compliance with the requirements of section 44A(1) of the Companies Ordinance in relation to the allotment of its Shares following the issue of the Prospectus as amended by this Supplemental Prospectus on the grounds that strict compliance with section 44A(1) would be unduly burdensome as the original timetable would be delayed. The Directors believe that the information contained in this Supplemental Prospectus is unlikely to affect the decisions of reasonable prospective investors of the Company in subscribing for the Shares, and that the rights of the placees will not be prejudiced. In addition, the Underwriters will notify their respective placees of the issue of this Supplemental Prospectus and will, prior to the proposed date of allotment of the Placing Shares to placees (which is expected to take place on or before 24 October 2013), seek acknowledgment from placees and the sub-placees (if any) as to the publication of the Supplemental Prospectus and the contents thereof as well as the implication of the information in the Supplemental Prospectus, and their confirmation regarding the subscription commitment under the Placing.

#### *Section 342(1) of the Companies Ordinance*

The Company has applied for a certificate of exemption from strict compliance with the requirements of section 342(1) of the Companies Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies Ordinance) under section 342A(1) of the Companies Ordinance in respect of this Supplemental Prospectus on the following grounds that (i) inclusion of the requisite information would be unnecessary and unduly burdensome as such information has been disclosed in the Prospectus in conjunction with which this Supplemental Prospectus is to be read; and (ii) if the requirements under section 342(1) of the Companies Ordinance are to be strictly complied with, the Company would have to undertake a considerable amount of work to prepare, update and finalise the information to be included in this Supplemental Prospectus. The Directors consider that the benefits of such work to the prospective investors of the Company may not justify the additional work and expenses involved and the delay in the original timetable under which the dealings in the Shares on GEM is expected to commence at 9:00 a.m. on Friday, 25 October 2013, given that the required information has been included in the Prospectus which will be read in conjunction with this Supplemental Prospectus.

In light of the above, the Company considers that it would be (i) unduly burdensome for the Company to strictly comply with the requirements under section 44A(1) of the Companies Ordinance in relation to the allotment of the shares in the Company following the issue of the Prospectus as amended and supplemented by the Supplemental Prospectus; and (ii) unnecessary and unduly burdensome for the Company to strictly comply with the requirements under section 342(1) of the Companies Ordinance with respect to the contents of the Supplemental Prospectus, and the grant of the exemption from strict compliance with such requirements would not prejudice the interest of the placees and the investing public.

Further to the above, the SFC has granted us a certificate of exemption from strict compliance with the requirements of section 44A(1) and section 342(1) of the Companies Ordinance (except for paragraph 3 of Part I of the Third Schedule to the Companies Ordinance) under section 342A(1) of the Companies Ordinance, in relation to the contents of this Supplemental Prospectus.

### **Bilingual prospectus**

The English language and Chinese language versions of this Supplemental Prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### **Notification to placees**

The Underwriters will notify their respective placees of the issue of this Supplemental Prospectus and will, prior to the proposed date of allotment of the Placing Shares to placees (which is expected to take place on or before 24 October 2013), seek acknowledgment from placees and the sub-placees (if any) as to the publication of the Supplemental Prospectus and the contents thereof as well as the implication of the information in the Supplemental Prospectus, and their confirmation regarding the subscription commitment under the Placing.

By order of the Board  
**New Ray Medicine International Holding Limited**  
**Zhou Ling**  
*Chairman and Executive Director*

Hong Kong, 21 October 2013

*This Supplemental Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Prospectus misleading.*

*As of the date of this Supplemental Prospectus, the executive Directors are Mr. Zhou Ling, Mr. Dai Haidong, Ms. Yang Fang and Mr. Lee Chik Yuet; and the independent non-executive Directors are Mr. Ho Hau Cheung, BBS, MH, Mr. Sung Hak Keung, Andy and Mr. Leung Chi Kin.*